

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:

AMERICAN UNDERWRITING
SERVICES, LLC.,

Debtor.

CHAPTER 11

CASE NO. 18-58406

**FINAL APPLICATION FOR COMPENSATION
OF CHIEF RESTRUCTURING OFFICER**

NOW COMES GGG Partners, LLC (hereinafter “Applicant”) and, pursuant to 11 U.S.C. §§ 330 and 331, applies to the Court as follows:

1.

Applicant has served as putative chief restructuring officer to American Underwriting Services, LLC (the “Debtor”) pursuant to an application (the “Employment Application”) which was filed on May 20, 2018, was amended on May 31, 2018, was before the Court for a hearing on June 7, 2018, and which is presently before the Court for approval at a second hearing scheduled on July 25, 2018. See Docket Nos. 4 (Employment Application), 38 (Amended Employment Application) and 84 (Notice of Hearing on Employment Application). In order to streamline the matters before the Court, and so the Court is advised as to the services Applicant has been performing for Debtor, Applicant is filing this fee application prior to approval of the Employment Application.

2.

Since being retained by Debtor as Chief Restructuring Officer, Applicant has completed numerous services for Debtor including:

- a. Assist and advise the Debtors with the analysis of the Debtors' business, business plan, and strategic and financial position;
- b. Assist and advise the Debtors in connection with all sales and other dispositions of assets of the Debtors;
- c. Assist with the evaluation of various options for a potential plan in the Debtors' jointly administered case under the Bankruptcy Code;
- d. Assist the Debtors in negotiations with creditors, shareholders, landlords and other appropriate parties-in-interest;
- e. Provide financial advisory services to the Debtors in connection with operations, valuation, financial projection or other analyses; and
- f. participate in hearings before the bankruptcy court with respect to matters upon which GGG has provided advice, including coordinating with the Debtor's counsel with respect to testimony in connection therewith.

3.

The approval of the Employment Application has been delayed due to disputes over whether the Debtor should remain in possession or whether a Chapter 11 Trustee should be appointed in this case. The Office of the United States Trustee and a creditor, ProSight Specialty Management Company, filed an objection to the Employment Application. The Court held a hearing on the Application to Employ on June 7, 2018 which was continued and has been reset to July 25, 2018. Following the June 7, 2018 hearing, Debtor and the Office of the United States Trustee resolved the United States Trustee's objection and Debtor is prepared to tender a consent order approving the Employment Application. In the interim, on June 27, 2018, S. Gregory Hays was appointed Chapter 11 Trustee in this case.

4.

Since being retained by Debtor, Applicant has incurred \$37,207.27 in fees and expenses.

5.

Applicants state that they are holding a \$20,000 pre-petition retainer paid out of Debtor's funds previously held at a non-Debtor entity and have not received any compensation from any other source.

6.

In support of this Application, Applicant attaches hereto and makes a part hereof by reference the following:

Appendix "A" Statement Required by Section 504 and Bankruptcy Rule 2016

Appendix "B"..... July 14, 2018 Invoice and backup detail

7.

In light of the foregoing, Applicant prays that the Court allow, on a final basis, the compensation and reimbursement of expenses, in the total amount of \$37,207.27, and authorizing the Chapter 11 Trustee to pay the balance owed, \$37,207.27.

8.

In the alternative, if the Court declines to approve the Application to Employ at the upcoming hearing, Applicant respectfully requests that the Court approve its fees as an administrative expense pursuant to 11 U.S.C. § 503.

WHEREFORE, GGG Partners, LLC, prays that the Court:

- (1) hold a hearing on this Application;
- (2) admit this Application and supporting documents into evidence at such hearing;
- (3) award Applicant the final compensation requested herein;

(4) allow the bankruptcy estate to make payment for any remaining balance;
and

(5) grant Applicant all other relief that the Court deems necessary and proper.

This 24th day of July, 2018.

GGG Partners, LLC
Proposed Chief Restructuring Advisors for
Debtors

By: /s/ Kevin Van de Grift
Kevin Van de Grift
Shareholder, GGG Partners, LLC

Filed by:
SMALL HERRIN, LLP
Bankruptcy Counsel for Debtor

By: /s/ Benjamin S. Klehr
Benjamin S. Klehr
Georgia Bar No. 487931

Two Paces West, Suite 200
2727 Paces Ferry Road
Atlanta, GA 30339
(P) (770) 783-1800
bklehr@smallherrin.com

APPENDIX A

STATEMENT REQUIRED BY 11 U.S.C. § 504 AND BANKRUPTCY RULE 2016

GGG Partners, LLC (“Applicant”) served as proposed chief restructuring officer for Debtor and makes this Application for allowance for professional services rendered to Debtor. All services for which interim compensation is requested were performed for the Debtor and not on behalf of creditors or any other person or persons.

Applicant has not received any compensation from any other source, other than a pre-petition retainer paid out of Debtor’s funds held at a non-debtor entity, as disclosed in Debtor’s Amended Application to Employ. The interim compensation awarded by the Court will be shared only by members and regular associates of Applicant. Applicant shows that the Court has not previously awarded any amounts to Applicant.

APPENDIX B



GGG Partners, LLC
3155 Roswell Road NE
Suite 120
Atlanta, GA 30305

INVOICE

FEDERAL TAX ID # 45-4077404

INVOICE: 20180714FS
INVOICE DATE: 7/14/2018
DUE DATE: 7/28/2018

To:
American Underwriting Services, LLC
Attn: Mr. Greg Hays
1255 Roberts Blvd, Suite 102
Kennesaw, GA 30144

From:
GGG Partners, LLC
3155 Roswell Road NE, Ste 120
Atlanta, GA 30305

Via E-Mail: ghays@haysconsulting.net

| DESCRIPTIONS | TOTAL |
|--|-------------|
| Invoice #1 – For the period of May 19, 2018 through June 29, 2018 | |
| Kevin Van de Grift Fees (see attached detail) | \$36,960.00 |
| Kevin Van de Grift Expenses (see attached detail) | 247.27 |
| | |
| TOTAL | \$37,207.27 |

WIRING INSTRUCTIONS

GGG Partners, LLC
Atlantic Capital Bank
Atlanta, GA 30305
Account Number: 1500183353
Routing Number: 061121025

GGG PARTNERS , LLC
INVOICE

Tax ID# 45-4077404

AUS, LLC
May 19, 2018 - June 29, 2018

| <u>Professional Fees:</u> | <u>Hours</u> | <u>Hourly Rate</u> | <u>Fees</u> |
|---------------------------|--------------|--------------------|--------------|
| Katie Goodman | - | \$ 350 | \$ - |
| Curt S. Friedberg | - | \$ 325 | \$ - |
| Kevin Van de Grift | 123.2 | \$ 300 | \$ 36,960.00 |
| Total Fees | 123.2 | | 36,960.00 |
| Total Expenses | | | 247.27 |
| Invoice Total | | | \$ 37,207.27 |

GGG Partners, LLC
SRMC

Expenses
May 19, 2018 - June 29, 2018

| <u>Date</u> | <u>Professional</u> | <u>Type</u> | <u>Description</u> | <u>Amount</u> |
|-----------------------|---------------------|----------------|--|-------------------------|
| | Goodman | | | 0 |
| | | | Subtotal | <u>\$ -</u> |
| | Friedberg | | | - |
| | | | Subtotal | <u>\$ -</u> |
| 5/22/2018 | Van de Grift | Transportation | Round trip to attorney's office. | 10.90 |
| 5/24/2018, 6/7/18 | Van de Grift | Transportation | Round trip mileage to and from court @ 26 miles | 28.34 |
| 5/24/2018, 6/7/18 | Van de Grift | Transportation | Parking | 14.00 |
| 6/28/2018 | Van de Grift | Transportation | Round trip to attorney's office. | 7.63 |
| 6/28/2018 | Van de Grift | Transportation | Parking | 12.00 |
| 5/1/2018 - 6/30/18 | Van de Grift | Transportation | Round trip mileage to and from office 8 days @ 40 miles | 174.40 |
| | | | Subtotal | <u>\$ 247.27</u> |
| | | | Total expenses | <u><u>\$ 247.27</u></u> |

GGG Partners, LLC
SRMC

Time Detail and Fees by Project Code
May 19, 2018 - June 29, 2018

| <u>Project Description</u> | <u>Project Code</u> | <u>Goodman</u> | <u>Friedberg</u> | <u>Van de Grift</u> | <u>Hours</u> | <u>Fees</u> |
|-----------------------------------|---------------------|----------------|------------------|---------------------|--------------|--------------|
| Coordinating Work/Planning | 10 | - | - | - | - | \$ - |
| Employee Matters | 20 | - | - | - | - | - |
| Customer Matters | 30 | - | - | - | - | - |
| Other Business Operational Matter | 40 | - | - | - | - | - |
| Chapter 11 Related Matters | 50 | - | - | 26.7 | 26.70 | 8,010.00 |
| Data and other asset preservation | 55 | - | - | - | - | - |
| M&A Related Matters | 60 | - | - | - | - | - |
| Other Asset Matters | 70 | - | - | - | - | - |
| Asset Search | 71 | - | - | - | - | - |
| Litigation Related | 72 | - | - | - | - | - |
| Finance Matters | 80 | - | - | 96.5 | 96.50 | 28,950.00 |
| Other | 90 | - | - | - | - | - |
| | | - | - | 123.2 | 123.20 | \$ 36,960.00 |

GGG Partners

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Time Detail - Van de Grift - by project code

May 19, 2018 - June 29, 2018

| <u>Date</u> | <u>PCD Code</u> | <u>Hours</u> | <u>Description</u> | <u>Rate</u> | <u>Fee</u> |
|-------------|-----------------|--------------|--|-------------|-------------|
| 5/19/2018 | 50 | 3.4 | Review filing. Calls with Katie. Call with Gus. Call with Russ. | 300 | \$ 1,020.00 |
| 5/20/2018 | 50 | 2.2 | Call prep. Call with Katie, Anna, Gus, & Russ. Emails. | 300 | \$ 660.00 |
| 5/21/2018 | 80 | 7.3 | Onsite. Team meeting. Talk track. Financial review. Calls with attorneys. Call with Russ. Call with Michelle. Call with banker. | 300 | \$ 2,190.00 |
| 5/22/2018 | 50 | 4.1 | Call with Michelle. Meeting at attorneys office. Call with attorney. Review motion. Call with Russ. Bank account setup. | 300 | \$ 1,230.00 |
| 5/23/2018 | 80 | 6.2 | Bank account emails and forms. Review AP. Review bank accounts. Update spreadsheets. Email with creditor. Calls with Michelle. Calls with Russ. Call with attorney. Court prep. | 300 | \$ 1,860.00 |
| 5/24/2018 | 50 | 7.5 | Court. Call with Michelle. Call with Katie. Call with Katie & Anna. | 300 | \$ 2,250.00 |
| 5/25/2018 | 80 | 7.2 | Calls with Michelle. Calls with Russ. Call with AMIC. Calls with attorneys. Call with bank. Review agent letter. Call with creditor. Call and email with agents. | 300 | \$ 2,160.00 |
| 5/28/2018 | 50 | 0.3 | Review emails regarding motions. Call with Anna regarding motions. | 300 | \$ 90.00 |
| 5/29/2018 | 80 | 8.8 | Onsite. Report needs with Michelle & Stephen. Meeting with Russ. Payroll calculation, updates to account information, and payroll processing. Online banking setup. Review motions. Review contracts. | 300 | \$ 2,640.00 |
| 5/30/2018 | 80 | 6.2 | Calls with Anna. Call with Michelle regarding insurance, fedex, and payroll. Meeting with insurance company. Onsite. Report development. Payroll. UST IDI info. Review motions. Review premium split spreadsheet. | 300 | \$ 1,860.00 |
| 5/31/2018 | 80 | 5.7 | Review report. Call with Stephen to discuss report status and changes to make. Call with Michelle. Gathering of information for attorneys to finalize motions. IDI interview. Emails. Sign and scan motion. Review sale agreement. | 300 | \$ 1,710.00 |

GGG Partners

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Time Detail - Van de Grift - by project code

May 19, 2018 - June 29, 2018

| <u>Date</u> | <u>PCD Code</u> | <u>Hours</u> | <u>Description</u> | <u>Rate</u> | <u>Fee</u> |
|-------------|-----------------|--------------|--|-------------|-------------|
| 6/1/2018 | 80 | 3.1 | Call with Russ. Email regarding bank account closure letter. Call with Stephen. Call with licensing firm. Call with insurance company. Emails. | 300 | \$ 930.00 |
| 6/4/2018 | 80 | 4.2 | Onsite. Bill and check review. Emails and calls with insurance companies. AR discussion. Call with Katie. Call with Ben. | 300 | \$ 1,260.00 |
| 6/5/2018 | 80 | 3.8 | Calls with Russ. Calls with Michelle. Stop payment issue. Calls with insurance company regarding financed policies. Call with attorneys and Katie. Call with agent. | 300 | \$ 1,140.00 |
| 6/6/2018 | 80 | 5.1 | Calls with Michelle. Call with payroll. Call with insurance company. Review motion objections. Call with attorneys. Call with Russ. Review license motions. | 300 | \$ 1,530.00 |
| 6/7/2018 | 50 | 5.5 | Call with insurance company. Meet with attorneys beforehand. Court. | 300 | \$ 1,650.00 |
| 6/8/2018 | 80 | 9.3 | Onsite. Meeting on MOR reports. MOR prep. Quickbooks setup. New bank account setup. Analysis of insurance company's schedule and response. Emails. | 300 | \$ 2,790.00 |
| 6/9/2018 | 80 | 5.2 | MOR prep. Insurance company payment summary. Wire templates. | 300 | \$ 1,560.00 |
| 6/11/2018 | 80 | 1.8 | Call with Katie. Calls with Michelle. Call with Russ. Call with Anna. Call with Ben. | 300 | \$ 540.00 |
| 6/12/2018 | 80 | 4.4 | Onsite meeting with Michelle & Stephen. Call with Ben. Review of attorney letter. Calls with Katie. Call with Russ. Emails with insurance company. Emails with Michelle. | 300 | \$ 1,320.00 |
| 6/13/2018 | 80 | 3.6 | Payroll. Calls with Kevin. Call with Michelle. Call with Stephen. Call with insurance company. Review payment spreadsheet. Quickbooks update. | 300 | \$ 1,080.00 |
| 6/14/2018 | 80 | 1.8 | Call with P/E. Call with insured. Calls with bank. Initiate wires & transfers. Email regarding ACH. | 300 | \$ 540.00 |
| 6/15/2018 | 80 | 0.6 | Emails with Kevin & Russ. Talk track. | 300 | \$ 180.00 |
| 6/18/2018 | 80 | 1.1 | Call with Michelle. MOR review with Anna. VM Kevin & insurance agent. Call with Kevin. | 300 | \$ 330.00 |

GGG Partners

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Time Detail - Van de Grift - by project code

May 19, 2018 - June 29, 2018

| <u>Date</u> | <u>PCD Code</u> | <u>Hours</u> | <u>Description</u> | <u>Rate</u> | <u>Fee</u> |
|-------------|-----------------|--------------|---|-------------|---------------------|
| 6/19/2018 | 80 | 0.4 | Emails. Call with Michelle. | 300 | \$ 120.00 |
| 6/20/2018 | 80 | 0.7 | Emails. Call with Ben. | 300 | \$ 210.00 |
| 6/21/2018 | 80 | 2.7 | Onsite. Call with Katie. Calls with Ben. Call with insurance company. Meet with Michelle. Sign checks. Update Quickbooks. Call with insurance company attorney. Call with bank. Call with Michelle. | 300 | \$ 810.00 |
| 6/22/2018 | 80 | 1.2 | Onsite. Met with Russ. Signed check. Emails. Call with Ben. Call with Michelle. | 300 | \$ 360.00 |
| 6/25/2018 | 80 | 1.7 | Call with Taylor. Call with Michelle. Call with Ben. Review spreadsheet. Emails. Call with Katie. | 300 | \$ 510.00 |
| 6/26/2018 | 80 | 1.4 | Emails. Calls with Michelle. Wires. Update QB. | 300 | \$ 420.00 |
| 6/27/2018 | 80 | 2.8 | Onsite. Met with Michelle. Signed check. Updated QB. Call with Russ. Call with insurance company. Call with Ben. | 300 | \$ 840.00 |
| 6/28/2018 | 50 | 3.7 | Trustee meeting prep. Trustee meeting. Emails to trustee. Call with Michelle. Call with Kevin. | 300 | \$ 1,110.00 |
| 6/29/2018 | 80 | 0.2 | Emails and calls with bank. Emails from insureds. | 300 | 60.00 |
| | | <u>123.2</u> | | | <u>\$ 36,960.00</u> |

VERIFICATION

Pursuant to 28 U.S.C. § 1746, the undersigned does hereby declare under the penalty of perjury under the laws of the United States of America that the statements contained below are true and correct. The undersigned certifies that he is a shareholder in GGG Partners, LLC, and that the annexed Application, Appendix A and Appendix B are true to the best of his knowledge and belief.

This 24th day of July, 2018.

By: /s/ Kevin Van de Grift
Kevin Van de Grift
Shareholder, GGG Partners, LLC

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:

AMERICAN UNDERWRITING
SERVICES, LLC.,

Debtor.

CHAPTER 11

CASE NO. 18-58406-sms

CERTIFICATE OF SERVICE

I, Benjamin S. Klehr, certify that I am over the age of 18 and that on July 24, 2018, I served a copy of the foregoing *Final Application for Compensation of Chief Restructuring Officer* by electronic mail and/or U.S. First Class Mail service on the persons or entities stated in Exhibit A.

Dated: July 24, 2018.

By: /s/ Benjamin S. Klehr

Benjamin S. Klehr

Georgia Bar No. 487931

Two Paces West, Suite 200
2727 Paces Ferry Road
Atlanta, GA 30339
(P) (770) 783-1800
(F) (404) 332-0315
Bklehr@smallherrin.com

Exhibit “A”

| | |
|--|---|
| <p>Kevin Van de Grift, CRO c/o GGG Partners, LLC 3155 Roswell Road NW Suite 120 Atlanta, GA 30305</p> <p><i>Via Electronic Mail</i> kvandergrift@gggmgt.com</p> | <p>S. Gregory Hays Chapter 11 Trustee 2964 Peachtree Road, NW, Suite 555 Atlanta, Georgia 30305</p> <p><i>Via Electronic Mail</i> ghays@haysconsulting.net</p> |
| <p>Lindsay P.S. Kolba, Esq. Office of U.S. Trustee 362 Richard Russell Bldg. 75 Ted Turner Drive, SW Atlanta, GA 30303</p> <p><i>ECF Participant –</i> Lindsay.P.Kolba@usdoj.gov</p> | <p>Henry F. Sewell, Jr. Law Offices of Henry F. Sewell, Jr. LLC Suite 555 2964 Peachtree Road NW Atlanta, Georgia 30305</p> <p><i>ECF Participant -</i> hsewell@sewellfirm.com</p> |